

**Amendment to the Agreement  
Between  
Xspedius Communications, LLC  
and  
BellSouth Telecommunications, Inc.  
Dated December 30, 2002**

Pursuant to this Amendment, (the “Amendment”), Xspedius Communications, LLC (Xspedius), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the “Parties,” hereby agree to amend that certain Interconnection Agreement between the Parties dated December 30, 2002(Agreement) to be effective 30 (thirty) days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 2002, and;

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add the following provision to Attachment 2 and the Associated rates as set forth in Exhibit A of this Amendment, attached hereto and incorporated herein by this reference.

8.3.6 Rearrangements

- 8.3.6.1 Rearrangement of a dedicated transport or combination that includes dedicated transport that requires a CFA change: A request to move a working Xspedius circuit from one CFA to another Xspedius CFA, where both CFAs terminate in the same BellSouth Central Office (Change in CFA), shall not constitute the establishment of new service. The applicable rates set forth in Exhibit A shall apply.
- 8.3.6.2 Requests to reterminate one end of a facility that is not a Change in CFA constitute the establishment of new service and require disconnection of existing service and the applicable rates set forth in Exhibit A shall apply.

- 8.3.6.3 Upon request of Xspedius, BellSouth shall project manage the Change in CFA or retermination of Dedicated Transport and combinations that include transport as described in Sections 6.12.1 and 6.12.2 above. Xspedius may request OC-TS for such orders, and such OC-TS will be available at times designated by Xspedius twenty-four (24) hours a day, seven (7) days a week except on National Holidays.
  - 8.3.6.4 BellSouth shall accept a LOA between Xspedius and another carrier that will allow Xspedius to connect Dedicated Transport or Combination that includes Dedicated Transport to the other carrier's collocation space or to another carrier's CFA.
  - 8.3.6.5 Rearrangement of an EEL to a standalone UNE-L that requires a CFA change: Xspedius may utilize the EEL to UNE-L retermination process, as described in BellSouth's Enhanced Extended Link (EEL) to Unbundled Network Element-Loop (UNE-L) Re-Termination guide, available at <http://interconnection.bellsouth.com/guides>, to disconnect an EEL circuit and reterminate the Loop portion of the former EEL circuit to a collocation arrangement in the customer Serving Wire Center as a standalone UNE-L. When using this process, the existing Loop portion of the EEL will be re-used and the resulting standalone Loop will be subject to the rates, terms and conditions for that particular Loop as set forth in this Attachment. This process will apply only to EELs that include as a part of its combination a DS1 Loop, UVL-SL2 Loop, 4-Wire UDL Loop (64, 56 kbs) and a 2-Wire ISDN Loop.
  - 8.3.6.6 BellSouth shall charge the applicable EEL to UNE-L retermination rates found in Exhibit A. Xspedius shall also be charged applicable service order, collocation cross-connect and EEL disconnect charges, where such charges have not already been paid by Xspedius, as set forth in Exhibit A of this Attachment.
  - 8.3.6.7 The EEL to UNE-L retermination process is not available when the rearrangement requires a dispatch outside the serving wire center where the Loop terminates. If an outside dispatch is required, or if Xspedius elects not to utilize the EEL to UNE-L retermination process, Xspedius must submit an LSR to disconnect the entire EEL circuit, and must submit a separate LSR for the requested standalone Loop. In such cases, Xspedius will be charged the EEL disconnect charges, where such charges have not already been paid by Xspedius, and the full nonrecurring rates for installation of a new Loop, as set forth in Exhibit A.
- 2. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
  - 3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

By: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 6/14/06

**Xspedius Communications, LLC**

By: James C. Falvey

Name: James C. Falvey

Title: Sr. Vice President, Regulatory Affairs

Date: 6/13/06

Service Rearrangement & Order Coordinated Time Specific Hot-Cut

UNBUNDLED NETWORK ELEMENTS - Alabama											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	Rearrangements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop				USL	UREEL		101.09	43.05							
ADDITIONAL NETWORK ELEMENTS																
	Service Rearrangements															
		NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.09	43.05							
		NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
		NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.93	18.93							
		Commingling Authorization			UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3, ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00					
UNBUNDLED EXCHANGE ACCESS LOOP																
	4-WIRE DS1 DIGITAL LOOP															
		4-Wire DS1 Digital Loop - Zone 1		1	USL, NTCD1	USLXX	82.55	252.47	157.54	44.70	11.71					
		4-Wire DS1 Digital Loop - Zone 2		2	USL, NTCD1	USLXX	154.18	252.47	157.54	44.70	11.71					
		4-Wire DS1 Digital Loop - Zone 3		3	USL, NTCD1	USLXX	314.52	252.47	157.54	44.70	11.71					

UNBUNDLED NETWORK ELEMENTS - Georgia											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	Rearrangements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop				USL	UREEL		100.91	42.97							
ADDITIONAL NETWORK ELEMENTS																
	Service Rearrangements															
		NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.91	42.97							
		NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
		NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.89	18.89							
		Commingling Authorization			UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3, ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00					
UNBUNDLED EXCHANGE ACCESS LOOP																
	4-WIRE DS1 DIGITAL LOOP															
		4-Wire DS1 Digital Loop - Zone 1		1	USL, NTCD1	USLXX	41.02	211.93	72.49	38.24	7.20					
		4-Wire DS1 Digital Loop - Zone 2		2	USL, NTCD1	USLXX	46.41	211.93	72.49	38.24	7.20					
		4-Wire DS1 Digital Loop - Zone 3		3	USL, NTCD1	USLXX	62.03	211.93	72.49	38.24	7.20					

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	Rearrangements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop				USL	UREEL		101.09	43.04							
ADDITIONAL NETWORK ELEMENTS																
	Service Rearrangements															
		NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.09	43.04							
		NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
		NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.87	18.87							
		Commingling Authorization			UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3, ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00					
UNBUNDLED EXCHANGE ACCESS LOOP																
	4-WIRE DS1 DIGITAL LOOP															
		4-Wire DS1 Digital Loop - Zone 1		1	USL, NTCD1	USLXX	86.47	306.69	174.44	65.83	14.55					
		4-Wire DS1 Digital Loop - Zone 2		2	USL, NTCD1	USLXX	114.10	306.69	174.44	65.83	14.55					
		4-Wire DS1 Digital Loop - Zone 3		3	USL, NTCD1	USLXX	297.76	306.69	174.44	65.83	14.55					

UNBUNDLED NETWORK ELEMENTS - Louisiana											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	Rearrangements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop				USL	UREEL		100.93	42.98							
ADDITIONAL NETWORK ELEMENTS																
	Service Rearrangements															
		NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.93	42.98							
		NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
		NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.85	18.85							
		Commingling Authorization			UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3, ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00					
UNBUNDLED EXCHANGE ACCESS LOOP																
	4-WIRE DS1 DIGITAL LOOP															
		4-Wire DS1 Digital Loop - Zone 1		1	USL, NTCD1	USLXX	85.70	245.16	152.98							
		4-Wire DS1 Digital Loop - Zone 2		2	USL, NTCD1	USLXX	194.96	245.16	152.98							
		4-Wire DS1 Digital Loop - Zone 3		3	USL, NTCD1	USLXX	491.94	245.16	152.98							

UNBUNDLED NETWORK ELEMENTS - Mississippi											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	First	Add'l	First	Add'l	OSS Rates(\$)				
												SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	Rearrangements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop				USL	UREEL		100.90	42.96							
ADDITIONAL NETWORK ELEMENTS																
	Service Rearrangements															
		NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.90	42.96							
		NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
		NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.87	18.87							
		Commingling Authorization			UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3, ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00					
UNBUNDLED EXCHANGE ACCESS LOOP																
4-WIRE DS1 DIGITAL LOOP																
	4-Wire DS1 Digital Loop - Zone 1			1	USL, NTCD1	USLXX	79.08	253.93	158.45	46.10	12.07					
	4-Wire DS1 Digital Loop - Zone 2			2	USL, NTCD1	USLXX	129.38	253.93	158.45	46.10	12.07					
	4-Wire DS1 Digital Loop - Zone 3			3	USL, NTCD1	USLXX	206.74	253.93	158.45	46.10	12.07					
	4-Wire DS1 Digital Loop - Zone 4			4	USL, NTCD1	USLXX	458.46	253.93	158.45	46.10	12.07					



UNBUNDLED NETWORK ELEMENTS - South Carolina														Attachment: 2	Exhibit: C
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	Rearrangements														
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		101.30	43.13							
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULVDX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.30	43.13							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULVDX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.90	18.90							
	Commingling Authorization			UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULVDX, ULDD1, ULDD3, ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00					
UNBUNDLED EXCHANGE ACCESS LOOP															
4-WIRE DS1 DIGITAL LOOP															
	4-Wire DS1 Digital Loop - Zone 1		1	USL, NTCD1	USLXX	79.51	253.03	157.89	44.80	11.73					
	4-Wire DS1 Digital Loop - Zone 2		2	USL, NTCD1	USLXX	136.00	253.03	157.89	44.80	11.73					
	4-Wire DS1 Digital Loop - Zone 3		3	USL, NTCD1	USLXX	229.15	253.03	157.89	44.80	11.73					

UNBUNDLED NETWORK ELEMENTS - Tennessee											Attachment: 2		Exhibit: C				
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
	Rearrangements																
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop				USL	UREEL		130.47	40.11								
ADDITIONAL NETWORK ELEMENTS																	
	Service Rearrangements																
		NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		130.47	40.11								
		NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28								
		NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.93	18.93								
		Commingling Authorization			UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3, ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00						
UNBUNDLED EXCHANGE ACCESS LOOP																	
	4-WIRE DS1 DIGITAL LOOP																
		4-Wire DS1 Digital Loop - Zone 1		1	USL, NTCD1	USLXX	51.38	313.08	219.72	96.86	40.45						
		4-Wire DS1 Digital Loop - Zone 2		2	USL, NTCD1	USLXX	76.98	313.08	219.72	96.86	40.45						
		4-Wire DS1 Digital Loop - Zone 3		3	USL, NTCD1	USLXX	128.54	313.08	219.72	96.86	40.45						